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May 30, 2014

VIA E-Mail

Honorable Richard J. Sullivan
United States District Court
Southern District of New York
40 Foley Square, Room 2104
New York, New York 10007

MEMO ENDORSED

Re: *Omega Overseas Partners, Ltd. v. Griffith*, 13-cv-4202 (RJS)

Dear Judge Sullivan:

We write on behalf of all defendants to bring to the Court's attention an issue we have identified in the transcript of the proceedings held in the referenced action on Friday, May 23, 2014. In our review of the transcript, we identified a limited number of errors, which we would ordinarily resolve with the court reporter. In this case, however, we found one error that is particularly significant and that has the potential to confuse the public shareholders of the nominal defendant Tetragon Financial Group Limited ("TFG") and potentially injure TFG's business interests. Accordingly, we feel it necessary to bring the issue to the Court's prompt attention

The error in question relates to Your Honor's statement at the end of the proceedings (Tr. 39:17-19), which now reads in the current version of the transcript as follows:

17 I think there's a strong likelihood I'm not likely to
18 grant the motion on 215, but I'm going think about it a little
19 further. I'll be back in touch shortly. Thanks.

Defense counsel in the courtroom heard Your Honor to be saying the contrary: "there is a strong likelihood I'm likely to grant the motion on 215," and accordingly defendants seek to have the transcript corrected to read as follows:

17 I think there's a strong likelihood I'm ~~not~~ likely to
18 grant the motion on 215, but I'm going think about it a little
19 further. I'll be back in touch shortly. Thanks.

Pursuant to instructions from the court reporter that making such a change to the transcript would require the consent of counsel for all parties (and, we assume, Your Honor's approval), defendants advised plaintiffs' counsel of this issue yesterday morning and requested their consent to a correction of the transcript. Plaintiffs' counsel responded this afternoon, declined to consent, and advised "I thought I heard that word too."

WACHTELL, LIPTON, ROSEN & KATZ

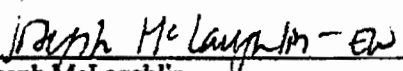
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Given that the transcript will become a matter of public record and is likely to be available to the public before the Court decides the dismissal motion, defendants are concerned that this error could, in what they believe to be a highly misleading way, have an impact on the public trading price of TFG's shares. Defendants thus respectfully request that Your Honor instruct the court reporter to make the correction requested by defendants.¹

A copy of defendants' full errata to the transcript is enclosed. Following Your Honor's resolution of this issue, defendants will provide their errata to the court reporter.

Respectfully submitted,

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Enclosure

cc: All Counsel

¹ Defendants have not docketed this letter because doing so could inflict the very harm that defendants are seeking assistance from the Court to avoid. Defendants are aware of Your Honor's Individual Practices calling for ECF docketing of letters to Chambers and respectfully request an exemption from that requirement in these circumstances.

SO ORDERED
Date: 

RICHARD J. SULLIVAN
U.S.D.J.

5/30/14